

(i) schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases and statements of financial affairs (collectively, the “**Schedules and Statements**”) and (ii) reports of financial information with respect to entities in which the Debtors’ estates hold a controlling or substantial interest (the “**2015.3 Reports**”) or a motion seeking a modification of such reporting requirements and (b) waiving the requirements to (i) file a list of all equity security holders (the “**Equity Holders List**”) within 14 days after the Petition Date and (ii) give notice of the commencement of these chapter 11 cases to all of the Debtors’ equity security holders. In support of this Motion, the Debtors respectfully represent and set forth as follows:

Background

1. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. No committees have been appointed or designated.

2. Founded in 1880 and long one of the world’s leading material science companies, the Debtors and their non-Debtor affiliates operate an integrated global business involving a diverse collection of mature and growth businesses and an array of valuable intellectual property. In order to address a shortfall in liquidity in the United States, monetize non-strategic intellectual property, fairly resolve legacy liabilities and focus on their most valuable business lines, the Debtors commenced these chapter 11 cases.

3. Additional factual background relating to the Debtors’ businesses and the commencement of these chapter 11 cases is set forth in detail in the Declaration of Antoinette P.

McCorvey Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First Day Pleadings dated January 18, 2012 (the “**First Day Declaration**”), filed contemporaneously with this Motion and incorporated herein by reference.

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are sections 105(a) and 521 of the Bankruptcy Code and rules 1007, 2015.3 and 9006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 9013-1(a) of the Local Rules for the Southern District of New York (the “**Local Rules**”).

Relief Requested

5. By this Motion, the Debtors seek entry of the Proposed Order (a) extending the deadline to file (i) the Schedules and Statements for an additional 45 days, without prejudice to the Debtors’ ability to request additional time should it become necessary and (ii) the 2015.3 Reports or to file a motion with the Court seeking a modification of such reporting requirements until 45 days after the meeting of creditors (the “**341 Meeting**”) to be held pursuant to section 341 of the Bankruptcy Code for cause, and (b) waiving the requirements (i) under Bankruptcy Rule 1007(a)(3) to file the Equity Holders List within 14 days after the Petition Date and (ii) under Bankruptcy Rule 2002(d) to give the Notice of Commencement to all of the Debtors’ equity security holders.

Basis for Relief

A. Extension to File Schedules and Statements

6. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c), the Debtors ordinarily would be required to file the Schedules and Statements within 14

days after the Petition Date. However, the Court is authorized to extend the filing deadline for cause pursuant to Bankruptcy Rules 1007(c) and 9006(b).

7. The Debtors require extra time to prepare and file their Schedules and Statements. The scope and complexity of the Debtors' businesses, coupled with the limited time and resources available to the Debtors to compile the required information, necessitate an extension of the deadline to file the Schedules and Statements.

8. The Debtors have tens of thousands of potential creditors and, together with their non-debtor affiliates, operate an integrated global business network comprised of over one hundred domestic and foreign entities. Further, the nature and scope of the Debtors' operations require them to maintain voluminous records and intricate accounting systems. The complexity and diversity of the Debtors' businesses, the limited staff available to perform the required internal review of their financial records and affairs, the numerous critical operational matters that their accounting and legal personnel must address in the early days of these chapter 11 cases, the pressure incident to the commencement of these chapter 11 cases and the fact that certain prepetition invoices have not yet been received or entered into their accounting systems provide ample cause justifying, if not necessitating, an initial 45-day extension of the deadline to file the Schedules and Statements.

9. In addition, the Debtors submit that focusing the attention of their key accounting and legal personnel on critical operational and chapter 11 compliance issues during the early days of these chapter 11 cases will help the Debtors make a smoother transition into chapter 11 and, therefore, ultimately will maximize the value of their estates for the benefit of creditors and all parties in interest.

10. Consequently, it is in the best interests of the Debtors and their creditors to obtain an initial extension of the filing deadline set forth under Bankruptcy Rule 1007(c), which would provide the Debtors with a total of 60 days from the Petition Date to file the Schedules and Statements.²

11. Moreover, this Court has regularly found cause to extend the filing deadline in similar chapter 11 cases for businesses of comparable size, complexity and geographic scope and granted relief similar to that requested herein. *See, e.g., In re Hostess Brands, Inc.*, Case No. 12-22052 (Bankr. S.D.N.Y. Jan 12, 2012); *In re AMR Corp.*, Case No. 11-15463 (Bankr. S.D.N.Y. Nov. 30, 2011) (granting 45-day extension); *In re Borders Group, Inc.*, Case No. 11-10614 (Bankr. S.D.N.Y. Feb. 16, 2011) (granting 30-day extension); *In re Reader's Digest Ass'n*, Case No. 09-23529 (Bankr. S.D.N.Y. Aug. 26, 2009) (granting 30-day extension); *In re General Motors Corp.*, Case No. 09-50026 (Bankr. S.D.N.Y. Jun. 1, 2009) (granting 45-day extension); *In re Chrysler LLC*, Case No. 09-50002 (Bankr. S.D.N.Y. May 4, 2009) (granting 45-day extension); *In re Chemtura Corp.*, Case No. 09-11233 (Bankr. S.D.N.Y. Apr. 1, 2009) (granting 30-day extension); *In re Lyondell Chem. Co.*, Case No. 09-10023 (Bankr. S.D.N.Y. Jan. 7, 2009) (granting 45-day extension); *In re Quebecor World (USA), Inc.*, Case No. 08-10152 (Bankr. S.D.N.Y. Mar. 20, 2008) (granting 90-day extension). The Debtors submit that the present circumstances warrant similar relief in these chapter 11 cases.

B. Extension to File the 2015.3 Reports

12. Pursuant to Bankruptcy Rule 2015.3, a chapter 11 debtor must file, no later than seven days before the date set for the 341 Meeting, and no less than every six months thereafter, periodic financing reports of the value, operations and profitability of each entity that

² Because the last day of the filing deadline, as proposed to be extended herein, will fall on a Sunday, the filing deadline, as extended, would be Monday, March 19, 2012.

is not a publicly traded corporation or a debtor in the chapter 11 cases, and in which the estate holds a substantial or controlling interest. Bankruptcy Rule 9006(b)(1) provides the Court with the ability to enlarge the period of time to file the 2015.3 Reports “for cause.” Bankruptcy Rule 2015.3(d) also provides the Court with the ability, after notice and a hearing, to modify the reporting requirements for cause, including that the debtor is “not able, after a good faith effort, to comply with those reporting requirements, or that the information . . . is publicly available.” Fed. R. Bankr. P. 2015.3(d).

13. The Debtors consist of 16 separate entities, many of which hold a substantial or controlling interest of another entity within the meaning of Bankruptcy Rule 2015.3. These entities include complex and sizeable businesses. Cause exists to extend the deadline for filing the 2015.3 Reports as requested herein based on (i) the size, complexity and geographic reach of the Debtors’ businesses and (ii) the substantial burdens imposed by compliance with Bankruptcy Rule 2015.3 in the early days of these chapter 11 cases. As such, the Debtors are not in a position to complete the initial 2015.3 Reports by the time required under Bankruptcy Rule 2015.3.

14. Extending the deadline for the initial 2015.3 Reports also will enable the Debtors to work with their financial advisors and the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) to determine the appropriate nature and scope of the 2015.3 Reports and any proposed modifications to the reporting requirements established by Bankruptcy Rule 2015.3. Accordingly, the Debtors respectfully request that the Court extend the time by which the Debtors must either file their initial 2015.3 Reports or file a motion with the Court seeking appropriate modifications of such reporting requirements until 45 days after the 341 Meeting, for cause, pursuant to Bankruptcy Rule 2015.3(d).

15. The relief requested herein will not prejudice any party in interest. The Debtors intend to work cooperatively with the U.S. Trustee and any official committee appointed in these chapter 11 cases to provide access to relevant information regarding the Debtors' business and financial affairs.

C. Waiver of Requirement to File Equity Holders List and Serve Notice of Commencement on Equity Security Holders

16. Bankruptcy Rule 1007(a)(3) provides that “[i]n a chapter 11 reorganization case, unless the court orders otherwise, the debtor shall file within 14 days after entry of the order for relief a list of the debtor’s equity security holders of each class showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder.” Further, Bankruptcy Rule 2002(d) provides that, unless otherwise ordered by the Court, the Debtors shall provide notice of the commencement of these chapter 11 cases to all equity security holders.

17. As stated herein, Kodak is a public company and, as of October 28, 2011, had over 269 million outstanding shares of common stock, held by approximately 51,000 holders. Further, the holders of such common stock change on a daily basis through active trading on the New York Stock Exchange. Accordingly, the Debtors submit that preparing the Equity Holders List and sending the Notice of Commencement to all parties on the Equity Holders List will be burdensome, time consuming, expensive and serve little or no beneficial purpose.

18. Instead, the Debtors will provide the parties on the Equity Holders List with notice of the bar date and an opportunity to assert their interests, in the event that they are required to file proofs of interest. Thus, the Debtors submit that the requested relief does not prejudice the equity security holders.

19. Further, equity security holders will know of these cases through the financial press due to the high profile nature of the Debtors and the businesses of the Debtors as well as the Debtors' reporting with the Securities and Exchange Commission.

20. Therefore, the Debtors submit that ample cause exists for the Court to waive the requirements (a) to file the Equity Holders List under Bankruptcy Rule 1007(a)(3) and (b) to send the Notice of Commencement to all equity security holders under Bankruptcy Rule 2002(d).

21. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors and should be granted in all respects.

Notice

22. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims; (c) the agent under the prepetition revolving credit facility; (d) the indenture trustee for the prepetition 9.2% Senior Notes due June 1, 2021; (e) the indenture trustee for the prepetition 10.625% Senior Secured Notes due March 15, 2019; (f) the indenture trustee for the prepetition 9.95% Senior Notes due July 1, 2018; (g) the indenture trustee for the prepetition 9.75% Senior Secured Notes due March 1, 2018; (h) the indenture trustee for the prepetition 7.00% Convertible Senior Notes due April 1, 2017; (i) the Securities and Exchange Commission; (j) the United States Attorney for the Southern District of New York; (k) the Internal Revenue Service; (l) the Environmental Protection Agency; (m) the Pension Benefit Guaranty Corporation; (n) counsel to KPP Trustees Limited, the trustee of the Kodak Pension Plan; (o) counsel to the Ad Hoc Committee of Holders of Senior Secured Notes; and (p) counsel to the agent under the proposed Debtor-In-Possession Credit Agreement. Due to the urgency of the circumstances surrounding

this Motion and the nature of the relief requested herein, the Debtors respectfully submit that further notice of this Motion is neither required nor necessary.

No Prior Request

23. The Debtors have not previously sought the relief requested herein from this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: January 19, 2012
New York, New York

/s/ Andrew G. Dietderich

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	Case No. 12-_____ (_____)
Debtors.)	(Joint Administration Requested)
)	
)	

**ORDER (A) EXTENDING THE TIME TO FILE (I) SCHEDULES
OF ASSETS AND LIABILITIES, SCHEDULES OF
CURRENT INCOME AND EXPENDITURES, SCHEDULES OF
EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND STATEMENTS
OF FINANCIAL AFFAIRS AND (II) REPORTS OF FINANCIAL INFORMATION
AND (B) WAIVING REQUIREMENTS TO FILE EQUITY LIST AND SERVE
NOTICE OF COMMENCEMENT ON EQUITY SECURITY HOLDERS**

Upon the motion (the “**Motion**”)² of Eastman Kodak Company, on behalf of itself and its affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the “**Debtors**”), for an order (a) extending the time for the Debtors to file (i) schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases and statements of financial affairs (collectively, the “**Schedules and Statements**”) and (ii) reports of financial information in respect of entities in which the Debtors’ estates hold a controlling or substantial interest (the “**2015.3 Reports**”) or a motion seeking a modification of such reporting requirements and (b) waiving the requirements to: (i) file a list of all equity security holders (the “**Equity Holders List**”) within 14 days after the Petition Date and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

² All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

(ii) give notice of the commencement of these chapter 11 cases to all of the Debtors' equity security holders; and upon consideration of the First Day Declaration; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that, except as otherwise ordered herein, no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The time within which the Debtors shall file the Schedules and Statements is extended, pursuant to rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure ("**Bankruptcy Rules**"), to March 19, 2012, without prejudice to the Debtors' rights to seek an additional extension upon cause shown therefor.
3. The time within which the Debtors shall file their initial 2015.3 Reports or a motion seeking a modification of such reporting requirements is extended until 45 days after the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code without prejudice to the Debtors' rights to seek an additional extension upon cause shown therefor.
4. The requirement under Bankruptcy Rule 1007(a)(3) to file the Equity Holders List is waived.

5. The requirement under Bankruptcy Rule 2002(d) to serve the notice of commencement of these chapter 11 cases upon the Equity Holders List is waived.

6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. This Court retains jurisdiction with respect to all matters arising from or related to enforcement of this Order.

Dated: January [•], 2012
New York, New York

United States Bankruptcy Judge